

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

SYNOPSYS, INC.,
a Delaware Corporation,

Plaintiff and
Counter-Defendant,

v.

MAGMA DESIGN AUTOMATION,
a Delaware Corporation,

Defendant and
Counterclaimant.

AND RELATED COUNTERCLAIMS.

**DECLARATION OF WILLIAM J. MARSDEN, JR., IN SUPPORT OF
MAGMA DESIGN AUTOMATION INC.'S REPLY BRIEF IN SUPPORT OF ITS
MOTION TO STRIKE, DISMISS, AND/OR SEVER AND STAY SYNOPSISYS'S
ALLEGATIONS AND AFFIRMATIVE DEFENSES**

I, William J. Marsden, Jr., am an attorney at the law firm of Fish & Richardson P.C., counsel of record for Defendant and Counterclaimant in the above-referenced matter. I have personal knowledge of all the facts contained herein and, if called to testify, could and would competently testify thereto.

1. Attached as Exhibit A is a true and correct copy of a July 1, 2004, letter sent from Beth Roener, Vice President and General Counsel for Magma Design Automation, Inc., to Rex Jackson, Vice President and General Counsel for Synopsys, Inc.

I declare under penalty of perjury that the foregoing is true and correct.

DATED: July 26, 2006

William J. Marsden, Jr.

CERTIFICATE OF SERVICE

I hereby certify that on July 26, 2006, I electronically filed with the Clerk of Court the foregoing DECLARATION OF WILLIAM J. MARSDEN, JR., IN SUPPORT OF MAGMA DESIGN AUTOMATION INC.'S REPLY BRIEF IN SUPPORT OF ITS MOTION TO STRIKE, DISMISS, AND/OR SEVER AND STAY SYNOPSYS'S ALLEGATIONS AND AFFIRMATIVE DEFENSES using CM/ECF which will send electronic notification of such filing(s) to the below-listed Delaware counsel. In addition, the filing will also be sent via hand delivery to:

Karen Jacobs Loudon, Esquire
Morris, Nichols, Arsht & Tunnell
1201 North Market Street
Wilmington, DE 19801

Attorneys for Plaintiff
Synopsys, Inc.

I hereby certify that on July 26, 2006, I have mailed by United States Postal Service and electronic mail, the document(s) to the following non-registered participants:

Valerie M. Wagner, Esquire
Dechert LLP
1117 California Avenue
Palo Alto, CA 94304

Attorneys for Plaintiff
Synopsys, Inc.

/s/ William J. Marsden, Jr.

William J. Marsden, Jr.